

STATE OF MAINE
OFFICE OF SECURITIES
121 STATE HOUSE STATION
AUGUSTA, ME 04333

IN RE:

Aptus Technology Corporation, Hiram Biswas,
Joseph Orlando, and Apurba Mukherjee

ORDER TO CEASE AND
DESIST AND IMPOSING
A CIVIL PENALTY

04-098

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. Aptus Technology Corporation (“Aptus”) was incorporated in Massachusetts in 2001 and has a principal place of business at 201 Boston Post Road West, Marlboro, Massachusetts 01752.
2. Hiram Biswas (“Biswas”) is an individual who has been at all relevant times the president, Chief Executive Officer, and a director of Aptus and whose last known business address is 201 Boston Post Road West, Marlboro, Massachusetts 01752.
3. Joseph Orlando (“Orlando”) is an individual who has been at all relevant times the treasurer and Chief Financial Officer of Aptus and whose last known business address is 201 Boston Post Road West, Marlboro, Massachusetts 01752.
4. Apurba Mukherjee (“Mukherjee”) is an individual who has been at all relevant times the secretary and a director of Aptus and whose last known business address is 201 Boston Post Road West, Marlboro, Massachusetts 01752.
5. In or about December 2002, Biswas discussed investments in Aptus with a resident of Thomaston, Maine (“the Thomaston resident”). Biswas represented to the Thomaston resident that venture capital funding for Aptus’ business operations was assured and that investors would not lose their money. The Thomaston resident then relayed that information to a resident of Portland, Maine (“the Portland resident”) for whom the Thomaston resident had been providing financial services and advice.
6. On December 16, 2002, the Portland resident sent a wire transfer of \$19,000 from her account at a Maine savings bank to a bank account owned by Aptus.
7. On or about January 29, 2003, Biswas sent a letter to the Portland resident thanking her for investing in Aptus.

8. On or about February 3, 2003, Orlando signed a promissory note on Aptus' behalf and pursuant to which Aptus, designated as the "Borrower," agreed to pay the Portland resident, designated as the "Lender," the sum of \$19,000 plus accrued interest by April 17, 2003.
9. Aptus has made no payment on the promissory note and has not otherwise returned any funds to the Portland resident.
10. On or about September 8, 17, and 28, 2004, the Office of Securities sent letters to Aptus and Biswas requesting that they provide immediately a written statement agreeing to refrain from further solicitations or sales to Maine residents. The letters also requested that Aptus and Biswas provide, by September 30, a written statement regarding transactions with the Portland resident and any other Maine residents. Despite explicit warnings that an enforcement action might follow from a failure to provide the requested statements, the Office of Securities received no written statement from Aptus or Biswas.
11. The promissory note offered and sold by Aptus is a security under section 10501(18) of the Revised Maine Securities Act, 32 M.R.S.A. §§ 10101-10713 ("the Act").
12. Pursuant to section 10401 of the Act, a person may not offer and sell any security in Maine unless the security is registered under the Act.
13. The promissory note that Aptus offered and sold to the Portland resident was not registered under the Act. Aptus thus violated section 10401 of the Act.
14. Pursuant to section 10601(3) of the Act, "[i]t is unlawful to fail to provide promptly any written statement if requested" by the administrator.
15. By failing to provide the two written statements requested by the administrator, Aptus and Biswas violated section 10601(3) of the Act.
16. As officers and directors of Aptus, the individual respondents are "control persons" of Aptus pursuant to 32 M.R.S.A. § 10602(3). Biswas, Orlando, and Mukherjee are thus liable for the securities law violations of Aptus.
17. Pursuant to section 10602(1) of the Act, the administrator may issue a cease and desist order if she reasonably believes that any person has engaged, is engaging or is about to engage in any act or practice constituting a violation of any provision of the Act.
18. Pursuant to section 10602(1) of the Act, the administrator may issue an order imposing a civil penalty that may not exceed \$1,500 for a single violation if she reasonably believes that any person has engaged, is engaging or is about to engage in any act or practice constituting a violation of any provision of the Act.

19. Aptus' violations of section 10401 and 10601(3) constitute two separate violations for purposes of determining the total civil penalty to be imposed. The Securities Administrator may thus impose a civil penalty in an amount up to \$3,000.
20. On November 15, 2004, the Securities Administrator issued a Notice of Intent to Issue a Cease and Desist Order and Impose a Civil Penalty ("Notice") against Respondents, giving them thirty (30) days to request a hearing on the matter. None of the Respondents have requested a hearing or otherwise responded to the Notice.
21. In accordance with 5 M.R.S.A. § 9053(3), and Section 19(1) of Office of Securities Rule Chapter 540, the Securities Administrator may dispose of this proceeding by default.

FINAL ORDER

NOW, THEREFORE, it is ORDERED that Aptus, Biswas, Orlando, and Mukherjee permanently CEASE AND DESIST from violating any provisions of the Revised Maine Securities Act, including the prohibitions against offering and selling securities that are neither registered nor exempt from registration under the Act, and against transacting business in Maine as a sales representative unless licensed or exempt from licensing under the Act.

It is further ORDERED that Aptus, Biswas, Orlando, and Mukherjee shall each pay a civil penalty of \$3,000 to the Securities Administrator.

Pursuant to 32 M.R.S.A. § 10708, this is a final order, entered after notice and opportunity for hearing. Pursuant to 32 M.R.S.A. § 10709, a party may obtain judicial review of the order in Kennebec County Superior Court by filing a petition within thirty (30) calendar days after receipt of the order, in accordance with 5 M.R.S.A. § 11001 et seq. and Rule 80C of the Maine Rules of Civil Procedure.

Date: January 3, 2005

s/Christine A. Bruenn
Christine A. Bruenn
Securities Administrator

Reviewed by:

Date: December 30, 2004

s/Bonnie E. Russell
Bonnie E. Russell
Assistant Securities Administrator

Presented by:

Date: December 30, 2004

s/Michael W. Atleson
Michael W. Atleson
Staff Attorney